

RECORDATION NO. 24251-D FILED

JUL 21 '10 -3 20 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

July 20, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated July 19, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to Rider No. 22 which was duly filed with the Surface Transportation Board on September 23, 2005 at 2:43 p.m. with Recordation No. 24251-H.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Rd., Suite 5000
Rosemont, IL 60018

Lessee: Union Pacific Railroad
1400 Douglas Street
Omaha, NE 68179

The enclosed document is for two hundred ninety nine (299) 4700/4750 cu. ft. capacity, covered hopper cars having FURX, NDYX, NOKL and PRAX marks (see Exhibit A for car numbers) which has been terminated in all respects and is no longer covered under the Lease.

A short summary of the document to appear in the index follows:

Memorandum of Lease Termination

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(UP130)

ASSGN. NO: UP130

JUL 21 '10 -3 20 PM

MEMORANDUM OF LEASE TERMINATION – RIDER NO. 22 SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the “Memorandum”) dated as of July 19, 2010, is made by First Union Rail Corporation, a North Carolina corporation (“Lessor”), acting in its capacity as manager for ATEL Leasing Corporation, its successors and assigns, Owner of Cars listed on Exhibit A in Group B, (“ATEL”) pursuant to a Railcar Management Agreement dated as of April 1, 2002, as amended and pertains to that certain Master Lease Agreement dated as of April 1, 1997 and Rider No. 22 dated as of September 6, 2005 (together, the “Lease”), between Lessor and Union Pacific Railroad Company (the “Lessee”), a Delaware corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the “Equipment”) as more particularly described on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of September 6, 2005, evidencing the Lease of Equipment, which was filed with the Surface Transportation Board on September 23, 2005, at 2:43 p.m. as secondary recordation number 24251-H; and

WHEREAS, the Lease between Lessor and Lessee has been terminated.


NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board has been terminated in all respects.
2. Any security interest of record, created under the Lease, in the Equipment is hereby released.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed by its duly authorized officer as of the 20th day of July, 2010 (and the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. SeymourTitle: Vice President Sales & MarketingSignature: 

**EXHIBIT A TO MEMORANDUM OF TERMINATION OF LEASE
RIDER NO. 33**

NUMBER OF UNITS: Two hundred ninety-nine (299)

DESCRIPTION OF UNITS: 4700 and 4750 cu.ft., 263,000 lb., 268,000 lb., or 286,000 lb. capacity, 3 pocket covered hopper Units with trough hatches, vibrator brackets, AAR approved gravity gates.

UNIT NUMBERS AND MARKS:

Group A – First Union Rail-owned Units

| | | | | | | | |
|------|--------|------|--------|------|--------|------|--------|
| FURX | 816053 | NDYX | 475287 | NOKL | 827327 | NOKL | 827878 |
| FURX | 822822 | NDYX | 475288 | NOKL | 827329 | NOKL | 827879 |
| FURX | 826023 | NDYX | 475289 | NOKL | 827334 | NOKL | 827882 |
| FURX | 826100 | NDYX | 475291 | NOKL | 827335 | NOKL | 827883 |
| FURX | 827430 | NDYX | 475293 | NOKL | 827342 | NOKL | 829175 |
| FURX | 827509 | NDYX | 475294 | NOKL | 827347 | NOKL | 829178 |
| FURX | 827748 | NDYX | 475295 | NOKL | 827348 | NOKL | 829179 |
| FURX | 828127 | NDYX | 475297 | NOKL | 827349 | NOKL | 829180 |
| FURX | 828383 | NDYX | 475298 | NOKL | 827355 | NOKL | 829182 |
| FURX | 829797 | NDYX | 475299 | NOKL | 827357 | NOKL | 829183 |
| FURX | 829808 | NDYX | 475301 | NOKL | 827358 | NOKL | 829186 |
| FURX | 829811 | NDYX | 475302 | NOKL | 827360 | NOKL | 818509 |
| FURX | 829812 | NDYX | 475303 | NOKL | 827366 | NOKL | 818596 |
| FURX | 829814 | NDYX | 475304 | NOKL | 827367 | NOKL | 818720 |
| FURX | 830051 | NDYX | 475305 | NOKL | 827368 | NOKL | 818907 |
| FURX | 830119 | NDYX | 475306 | NOKL | 827374 | NOKL | 818915 |
| FURX | 832107 | NDYX | 475309 | NOKL | 827379 | NOKL | 818916 |
| NDYX | 475000 | NDYX | 475312 | NOKL | 827381 | NOKL | 818923 |
| NDYX | 475005 | NDYX | 475315 | NOKL | 827384 | NOKL | 818924 |
| NDYX | 475010 | NDYX | 475319 | NOKL | 827388 | NOKL | 818927 |
| NDYX | 475012 | NDYX | 475322 | NOKL | 827419 | NOKL | 818953 |
| NDYX | 475015 | NDYX | 475327 | NOKL | 827420 | NOKL | 818972 |
| NDYX | 475022 | NDYX | 475328 | NOKL | 827423 | NOKL | 818982 |
| NDYX | 475026 | NDYX | 475400 | NOKL | 827426 | NOKL | 818984 |
| NDYX | 475028 | NDYX | 830940 | NOKL | 827863 | NOKL | 819000 |
| NDYX | 475032 | NDYX | 831215 | NOKL | 827864 | NOKL | 819004 |
| NDYX | 475033 | NDYX | 831218 | NOKL | 827866 | NOKL | 819005 |
| NDYX | 475045 | NOKL | 826961 | NOKL | 827867 | NOKL | 819016 |
| NDYX | 475280 | NOKL | 827312 | NOKL | 827869 | NOKL | 819019 |
| NDYX | 475282 | NOKL | 827316 | NOKL | 827873 | NOKL | 819022 |
| NDYX | 475283 | NOKL | 827319 | NOKL | 827874 | NOKL | 819026 |
| NDYX | 475284 | NOKL | 827320 | NOKL | 827875 | NOKL | 819029 |
| NDYX | 475285 | NOKL | 827322 | NOKL | 827876 | NOKL | 819034 |

EXHIBIT A TO MEMORANDUM OF TERMINATION OF LEASE**Group A (continued) – First Union Rail-Owned Units**

| | | | |
|-------------|-------------|-------------|-------------|
| NOKL 819036 | NOKL 820528 | NOKL 823083 | NOKL 830398 |
| NOKL 819054 | NOKL 820533 | NOKL 823364 | NOKL 830425 |
| NOKL 819059 | NOKL 820538 | NOKL 823367 | NOKL 830433 |
| NOKL 819062 | NOKL 820540 | NOKL 823371 | NOKL 830434 |
| NOKL 819064 | NOKL 820545 | NOKL 823372 | NOKL 830437 |
| NOKL 819067 | NOKL 820546 | NOKL 823395 | NOKL 830439 |
| NOKL 819073 | NOKL 820547 | NOKL 823399 | NOKL 830442 |
| NOKL 819081 | NOKL 820549 | NOKL 823404 | NOKL 830444 |
| NOKL 819086 | NOKL 820551 | NOKL 823410 | NOKL 830458 |
| NOKL 819087 | NOKL 820554 | NOKL 823417 | NOKL 830460 |
| NOKL 819099 | NOKL 820555 | NOKL 823419 | NOKL 830464 |
| NOKL 819103 | NOKL 820557 | NOKL 823425 | NOKL 830481 |
| NOKL 819126 | NOKL 820564 | NOKL 823429 | NOKL 830483 |
| NOKL 819130 | NOKL 820567 | NOKL 823434 | NOKL 830499 |
| NOKL 819131 | NOKL 820568 | NOKL 823443 | NOKL 830500 |
| NOKL 819147 | NOKL 820572 | NOKL 823469 | NOKL 830533 |
| NOKL 819148 | NOKL 820573 | NOKL 823479 | NOKL 830554 |
| NOKL 819150 | NOKL 820576 | NOKL 823500 | NOKL 830705 |
| NOKL 819152 | NOKL 820581 | NOKL 823508 | NOKL 830714 |
| NOKL 819155 | NOKL 820584 | NOKL 823532 | NOKL 830803 |
| NOKL 819168 | NOKL 820586 | NOKL 823539 | NOKL 830826 |
| NOKL 819209 | NOKL 820588 | NOKL 823578 | NOKL 830861 |
| NOKL 819210 | NOKL 820590 | NOKL 823759 | NOKL 830895 |
| NOKL 819224 | NOKL 820594 | NOKL 823859 | NOKL 830914 |
| NOKL 819227 | NOKL 820596 | NOKL 824004 | NOKL 830925 |
| NOKL 819230 | NOKL 820601 | NOKL 828116 | NOKL 830996 |
| NOKL 820500 | NOKL 820603 | NOKL 828126 | NOKL 831024 |
| NOKL 820502 | NOKL 820609 | NOKL 828141 | NOKL 831047 |
| NOKL 820505 | NOKL 820610 | NOKL 828150 | NOKL 831057 |
| NOKL 820507 | NOKL 820613 | NOKL 828185 | NOKL 832085 |
| NOKL 820508 | NOKL 820616 | NOKL 828453 | NOKL 832501 |
| NOKL 820509 | NOKL 820621 | NOKL 828486 | NOKL 832510 |
| NOKL 820510 | NOKL 820622 | NOKL 828955 | NOKL 833015 |
| NOKL 820511 | NOKL 820628 | NOKL 828969 | NOKL 833130 |
| NOKL 820514 | NOKL 820632 | NOKL 829479 | NOKL 833133 |
| NOKL 820516 | NOKL 820635 | NOKL 829494 | PRAX 818643 |
| NOKL 820520 | NOKL 820636 | NOKL 829616 | PRAX 818654 |
| NOKL 820524 | NOKL 820638 | NOKL 830221 | Count: 289 |
| NOKL 820526 | NOKL 820647 | NOKL 830253 | |
| NOKL 820527 | NOKL 821959 | NOKL 830269 | |

EXHIBIT A TO MEMORANDUM OF TERMINATION OF LEASE
Group B – ATEL-Owned Units

NOKL 834016
NOKL 834089
NOKL 834220
NOKL 834505
NOKL 834508
NOKL 834538
NOKL 834673
NOKL 834723
NOKL 834254
NOKL 834816
Count: 10